



**WISCONSIN & SOUTHERN
RAILROAD CO.**

2215 Sanders Road
Northbrook, IL 60062

(312) 272-8350

RECORDATION NO. 12208-1 Filed 1423

JUL 6 1982 - 4 25 PM

INTERSTATE COMMERCE COMMISSION

FEE OPERATION BR.

JUL 6 4 16 PM '82

RECEIVED

JUL 6 1982
Date...
Fee \$10.00

ICC Washington, D. C.

June 29, 1982

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulation thereunder are the original and one counterpart of Amendment Agreement, a secondary document, dated June 30, 1982.

The primary document to which this is connected is recorded under Recordation Number 12208.

The names and addresses of the parties to the enclosed document are:

Manager: Wisconsin and Southern Railroad Co.
P. O. Box A
Horicon, Wisconsin 53032

Owner: The Weiler-Arnow Investment Co.
1114 Avenue of the Americas
New York, New York 10036

Debtor: Funding Systems Railcars, Inc.
2215 Sanders Road, Suite 370
Northbrook, Illinois 60062

Secured Party: U. S. Steel Credit Corporation
600 Grant Street
Pittsburgh, Pennsylvania 15230

A general description of the railroad equipment covered by the enclosed document is as follows:

One hundred (100) 52' 6" gondola cars bearing reporting marks and numbers WSOR 5164 through WSOR 5263 inclusive.

Q. Dear - Mr. Peter M. Swindells

Ms. Agatha L. Mergenovich
Interstate Commerce Commission
June 29, 1982
Page 2

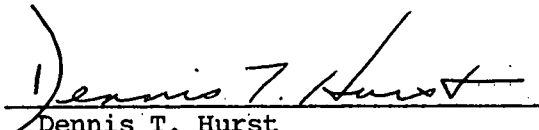
The original and all extra copies of the enclosed document should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., 2215 Sanders Road, Suite 370, Northbrook, Illinois 60062.

Also enclosed is a remittance in the amount of \$10.00 in payment of recordation fees.

I am an officer of Wisconsin and Southern Railroad Company and have knowledge of the matters set forth herein.

Very truly yours,

Wisconsin and Southern Railroad Company

BY 
Dennis T. Hurst

DTH/jc

Enclosure

Interstate Commerce Commission

Washington, D.C. 20423

7/6/82

OFFICE OF THE SECRETARY

Ms. Sharon Schumacher
Funding Systems Railcars, Inc.
2215 Sanders Road, Suite 370
Northbrook, Illinois 60062

Dear **Ms. Schumacher:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/6/82** at *4:25 PM*, and assigned re-
recording number(s). **12208-D**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

JUL 6 1982 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT

Dated as of June 30, 1982

Among

WISCONSIN & SOUTHERN RAILROAD CO.

THE WEILER-ARNOW INVESTMENT COMPANY

FUNDING SYSTEMS RAILCARS, INC.

And

U.S. STEEL CREDIT CORPORATION

THIS AMENDMENT AGREEMENT dated as of June 30, 1982 among Wisconsin & Southern Railroad Co. ("Manager"), The Weiler-Arnou Investment Company ("Owner"), Funding Systems Railcars, Inc. ("Debtor") and U.S. Steel Credit Corporation ("Secured Party").

WITNESSETH:

WHEREAS, Debtor and Secured Party have executed the Security Agreement dated as of September 23, 1980 (the "Security Agreement"), recorded with the Interstate Commerce Commission (the "ICC") on September 23, 1980 and assigned recordation no. 12208;

WHEREAS, Manager and Owner have executed the Management and Maintenance Contract dated as of September 23, 1980 (the "Management Contract"), recorded with the ICC on September 23, 1980 and assigned recordation no. 12208-B;

WHEREAS, Owner and Secured Party have executed the Transferee Agreement dated as of September 23, 1980 (the "Transferee Agreement"), recorded with the ICC on September 23, 1980 and assigned recordation no. 12208-C; and

WHEREAS, Manager wishes to supply certain units of Equipment [as defined in the Security Agreement, the Management Contract and the Transferee Agreement (collectively the "Agreements")] to The LaSalle and Bureau County Railroad ("User") pursuant to a Utilization Agreement (the "Utilization Agreement"), and User wishes to replace the existing railroad numbers on such units (the "Units") with new railroad numbers;

NOW, THEREFORE, the parties hereto agree as follows:

1. The respective parties to the Agreements agree that promptly upon the recordation of this Amendment Agreement, Debtor shall cause the Equipment described in Exhibit I hereto to be renumbered from the old numbers shown in column A to the new numbers shown in column B. To the extent so renumbered, Schedule I to the Security Agreement, Schedule A to the Management Contract and Schedule A to the Transferee Agreement are accordingly amended to refer to such new numbers. All other agreements and instruments referring to the Equipment shall be deemed to be likewise amended.

2. Manager hereby appoints Debtor as its agent under the Management Contract for the sole purpose of executing, delivering and performing the Utilization Agreement.

3. All rights of Debtor and Manager under the Utilization Agreement with respect to the Units and the revenues therefrom are hereby assigned to Secured Party as additional collateral, and upon the occurrence of an Event of Default (as defined in the Security Agreement), all payments under the Utilization Agreement shall be made directly to Secured Party. Except as provided herein, the Security Agreement, the Management Contract and the Transferee Agreement remain in full force and effect.

4. This Amendment Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment Agreement as of the day and year first above written.

WISCONSIN & SOUTHERN RAILROAD CO.

(Corporate Seal)

Attest:

Jennie T. Hurst

BY

James B. Hurst
THE WEILER-ARNOW INVESTMENT
COMPANY

BY

Alan B. Wink
FUNDING SYSTEMS RAILCARS, INC.

Witness:

(Corporate Seal)

Attest:

Jennie T. Hurst

BY

James B. Hurst
U.S. STEEL CREDIT CORPORATION

BY

James B. Hurst
VICE PRESIDENT - LEASING

STATE OF ILLINOIS

) SS.

COUNTY OF COOK)

On this 29th day of June, 1982, before me personally appeared JAMES B. SHEIN, to me personally known, who, being by me duly sworn, did depose and say that he is President of Funding Systems Railcars, Inc. which executed the foregoing Amendment Agreement and that said Amendment Agreement was duly executed on behalf of Funding Systems Railcars, Inc. pursuant to due authority, and he acknowledged that the execution and delivery of the Amendment Agreement was the free act and deed of JAMES B. SHEIN.

Carmen Montenegro
Notary Public

(Seal)

My Comm. Expires Feb. 27, 1984

Commission Expiration

STATE OF New York

) SS.

COUNTY OF New York

On this 30th day of June, 1982, before me personally appeared ALAN G. WEILER, to me personally known, who, being by me duly sworn, did depose and say that he is Assoc. Mgr of Shk Vailen Arnold Development Company which executed the foregoing Amendment Agreement and that said Amendment Agreement was duly executed on behalf of said Company pursuant to due authority, and he acknowledged that the execution and delivery of the Amendment Agreement was the free act and deed of Alan G. Weiler.

Rose D. Epstein
Notary Public
ROSE D. EPSTEIN
Notary Public, State of New York
No. 41-618680
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 20, 1983

(Seal)

Commission Expiration

STATE OF)
) SS.
COUNTY OF)

On this ____ day of _____, 1982, before me personally appeared _____, to me personally known, who, being by me duly sworn, did depose and say that he is _____ of _____, which executed the foregoing Amendment Agreement and that said Amendment Agreement was duly executed on behalf of _____ pursuant to due authority, and he acknowledged that the execution and delivery of the Amendment Agreement was the free act and deed of _____.

Notary Public

(Seal)

Commission Expiration

STATE OF New York)
) SS.
COUNTY OF New York)

On this 30th day of June, 1982, before me personally appeared R.D. Craft, to me personally known, who, being by me duly sworn, did depose and say that he is Vice Pres of Leasing of USS Credit Corp., which executed the foregoing Amendment Agreement and that said Amendment Agreement was duly executed on behalf of said company pursuant to due authority, and he acknowledged that the execution and delivery of the Amendment Agreement was the free act and deed of said company.

Mollie M. Perrone
Notary Public

(Seal)

3/30/84
Commission Expiration

MOLLIE M. PERRONE
Notary Public, State of New York
No. 31-9820360
Qualified in New York County
Commission Expires March 30, 1984

EXHIBIT I to
Amendment Agreement
dated as of June 30,
1982

DESCRIPTION OF EQUIPMENT

Type: 52'6" 100-ton general purpose gondola cars

Builder's Specifications: Thrall Car Manufacturing Company
GN-100-52-250

Quantity: 100

Equipment Numbers

Col. A: Old
Numbers

WSOR 5164
WSOR 5165
WSOR 5166
WSOR 5167
WSOR 5168
WSOR 5169
WSOR 5170
WSOR 5171
WSOR 5172
WSOR 5173
WSOR 5174
WSOR 5175
WSOR 5176
WSOR 5177
WSOR 5178
WSOR 5179
WSOR 5180
WSOR 5181
WSOR 5182
WSOR 5183
WSOR 5184
WSOR 5185
WSOR 5186
WSOR 5187
WSOR 5188
WSOR 5189
WSOR 5190
WSOR 5191
WSOR 5192
WSOR 5193
WSOR 5194
WSOR 5195

Col. B: New
Numbers

WSOR 5164
WSOR 5165
WSOR 5166
WSOR 5167
LSBC 5168 -
WSOR 5169
WSOR 5170
LSBC 5171 -
LSBC 5172 -
WSOR 5173
LSBC 5174 -
WSOR 5175
WSOR 5176
LSBC 5177 -
WSOR 5178
WSOR 5179
WSOR 5180
WSOR 5181
LSBC 5182 -
WSOR 5183
WSOR 5184
LSBC 5185 -
WSOR 5186
WSOR 5187
LSBC 5188 -
WSOR 5189
WSOR 5190
WSOR 5191
WSOR 5192
WSOR 5193
WSOR 5194
WSOR 5195

EXHIBIT I to
Amendment Agreement
dated as of June 30,
1982 (cont'd)

Equipment Numbers

Col. A: Old
Numbers

WSOR 5196
WSOR 5197
WSOR 5198
WSOR 5199
WSOR 5200
WSOR 5201
WSOR 5202
WSOR 5203
WSOR 5204
WSOR 5205
WSOR 5206
WSOR 5207
WSOR 5208
WSOR 5209
WSOR 5210
WSOR 5211
WSOR 5212
WSOR 5213
WSOR 5214
WSOR 5215
WSOR 5216
WSOR 5217
WSOR 5218
WSOR 5219
WSOR 5220
WSOR 5221
WSOR 5222
WSOR 5223
WSOR 5224
WSOR 5225
WSOR 5226
WSOR 5227
WSOR 5228
WSOR 5229
WSOR 5230
WSOR 5231
WSOR 5232
WSOR 5233
WSOR 5234
WSOR 5235
WSOR 5236
WSOR 5237
WSOR 5238

Col. B: New
Numbers

WSOR 5196
WSOR 5197
WSOR 5198
WSOR 5199
LSBC 5200
LSBC 5201
WSOR 5202
WSOR 5203
WSOR 5204
WSOR 5205
WSOR 5206
WSOR 5207
WSOR 5208
LSBC 5209
WSOR 5210
LSBC 5211
WSOR 5212
WSOR 5213
WSOR 5214
WSOR 5215
WSOR 5216
WSOR 5217
WSOR 5218
LSBC 5219
LSBC 5220
LSBC 5221
LSBC 5222
WSOR 5223
WSOR 5224
WSOR 5225
LSBC 5226
WSOR 5227
WSOR 5228
WSOR 5229
WSOR 5230
LSBC 5231
WSOR 5232
WSOR 5233
WSOR 5234
LSBC 5235
WSOR 5236
WSOR 5237
WSOR 5238

EXHIBIT I to
Amendment Agreement
dated as of June 30,
1982 (cont'd)

Equipment Numbers

Col. A: Old
Numbers

WSOR 5239
WSOR 5240
WSOR 5241
WSOR 5242
WSOR 5243
WSOR 5244
WSOR 5245
WSOR 5246
WSOR 5247
WSOR 5248
WSOR 5249
WSOR 5250
WSOR 5251
WSOR 5252
WSOR 5253
WSOR 5254
WSOR 5255
WSOR 5256
WSOR 5257
WSOR 5258
WSOR 5259
WSOR 5260
WSOR 5261
WSOR 5262
WSOR 5263

Col. B: New
Numbers

WSOR 5239
WSOR 5240
WSOR 5241
WSOR 5242
WSOR 5243
WSOR 5244
WSOR 5245
WSOR 5246
WSOR 5247
WSOR 5248
WSOR 5249
WSOR 5250
LSBC 5251
LSBC 5252
LSBC 5253
WSOR 5254
LSBC 5255
WSOR 5256
WSOR 5257
WSOR 5258
LSBC 5259
WSOR 5260
LSBC 5261
WSOR 5262
WSOR 5263